

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS

Release No. 6900/March 23, 2023

ADMINISTRATIVE PROCEEDING

File No. 3-20801

In the Matter of

DF GROWTH REIT II, LLC

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STAY ORDER

The Securities and Exchange Commission instituted this proceeding with an Order Temporarily Suspending Exemption Pursuant to Section 3(b) of the Securities Act of 1933 and Rule 258 of Regulation A¹ Thereunder and Notice of Opportunity for Hearing on March 16, 2022. Respondent DF Growth REIT II, LLC, requested a hearing, and, on March 31, 2022, the Commission ordered that the matter be heard by an Administrative Law Judge. On May 16, 2022, the proceeding was reassigned to the undersigned. The hearing is scheduled to commence on April 17, 2023.

The Division of Enforcement and Respondent have jointly moved for a stay pursuant to 17 C.F.R. § 201.161(c)(2), stating that they have reached an agreement in principle to a settlement. The parties request a 60-day stay to finalize settlement, but expect to comply with 17 C.F.R. § 201.161(c)(2). Good cause has been shown for the requested stay. Accordingly, the proceeding will be stayed, including all procedural dates, for 60 days, until May 22, 2023.

IT IS SO ORDERED.

/S/ Carol Fox Foelak
Carol Fox Foelak
Administrative Law Judge

¹ Regulation A consists of Securities Act Rules: 17 C.F.R. §§ 230.251-263 (Rules 251-263).